

EXHIBIT 1

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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA

-----X
KATHLEEN ABREY,

PLAINTIFF,

-against-

Index No.:

1:22-cv-654

STEAMPUNK HOLDINGS, INC., MATTHEW WARREN and
JOHN HARLLEE, in their individual and
professional capacities,

DEFENDANTS.
-----X

DATE: April 25, 2023

TIME: 10:00 A.M.

EXAMINATION BEFORE TRIAL of the
Defendant, JOHN HARLLEE, taken by the
Plaintiff, pursuant to a Court Order, held
via videoconference, before Rivka Trop, a
Notary Public of the State of New York.

<p style="text-align: right;">Page 26</p> <p>1 J. HARLLEE</p> <p>2 A. No.</p> <p>3 Q. Were you concerned about the</p> <p>4 optics of Ms. Brioux going out on leave</p> <p>5 while she was assigned to a contract?</p> <p>6 A. I was concerned about the</p> <p>7 substance.</p> <p>8 Q. My question is, were you concerned</p> <p>9 about the optics of Ms. Brioux going out on</p> <p>10 leave while she was assigned to a project?</p> <p>11 A. I was concerned about the optics</p> <p>12 in the context of the customer's reaction</p> <p>13 and expectations.</p> <p>14 Q. Did you previously work with CIS</p> <p>15 before?</p> <p>16 A. I have been involved with</p> <p>17 companies, been working with CIS for the</p> <p>18 better part of 20 years.</p> <p>19 Q. Did you have any reason to believe</p> <p>20 that CIS viewed leave unfavorably?</p> <p>21 MR. WILKINSON: Objection.</p> <p>22 A. I don't -- I don't have any</p> <p>23 preconceived notion as to that person's</p> <p>24 perspective on things.</p> <p>25 Q. Did you contact any of your</p>	<p style="text-align: right;">Page 28</p> <p>1 J. HARLLEE</p> <p>2 MR. PELICCI: I am going to ask</p> <p>3 you to refresh your folder on Exhibit</p> <p>4 share. The way it's going to work</p> <p>5 today, I will introduce an exhibit, you</p> <p>6 will refresh your Exhibit Share and it</p> <p>7 will appear there.</p> <p>8 Q. Before we turn to the exhibit, do</p> <p>9 you recall communicating with Ms. Abrey</p> <p>10 about Ms. Brioux?</p> <p>11 A. Briefly.</p> <p>12 Q. Did you communicate with Ms. Abrey</p> <p>13 substantially about Ms. Brioux?</p> <p>14 MR. WILKINSON: Objection.</p> <p>15 A. What do you mean by substantially?</p> <p>16 Q. Well, you said briefly, maybe you</p> <p>17 could define the nature of how you</p> <p>18 communicated with Ms. Abrey about</p> <p>19 Ms. Brioux?</p> <p>20 A. I think I had a couple of e-mails</p> <p>21 that other folks may have been on. And I</p> <p>22 chatted with her for probably a total of</p> <p>23 five to ten minutes about it.</p> <p>24 Q. Do you recall when you chatted</p> <p>25 with Ms. Abrey about it?</p>
<p style="text-align: right;">Page 27</p> <p>1 J. HARLLEE</p> <p>2 contacts at CIS to run this scenario by</p> <p>3 them?</p> <p>4 A. This was an open procurement, as I</p> <p>5 recall. And as that is the case, you are</p> <p>6 prohibited from talking to anybody inside</p> <p>7 the government except for the contracting</p> <p>8 officer.</p> <p>9 Q. Were you prohibited in talking</p> <p>10 with anyone from CIS at all, that you can't</p> <p>11 talk to anyone at CIS?</p> <p>12 A. Anything related to the</p> <p>13 procurement, which this would have been.</p> <p>14 Q. But could you have generally</p> <p>15 consulted with somebody at CIS regarding</p> <p>16 CIS's position on leave?</p> <p>17 A. My position on that would have</p> <p>18 been any question like that would have been</p> <p>19 germane to the solicitation and therefore</p> <p>20 not permissible.</p> <p>21 Q. And did you inquire about whether</p> <p>22 or not that would have been permissible?</p> <p>23 MR. WILKINSON: Objection.</p> <p>24 A. It might have been illegal, so I</p> <p>25 would not make that inquiry to start.</p>	<p style="text-align: right;">Page 29</p> <p>1 J. HARLLEE</p> <p>2 A. Yes, shortly after she got back</p> <p>3 from vacation, in the second week of</p> <p>4 February, we had, Matt Warren and myself had</p> <p>5 a challenging conversation with her about</p> <p>6 concerns that we had with her forecasting</p> <p>7 and ability to understand some of the basics</p> <p>8 of the business.</p> <p>9 And at the end of that</p> <p>10 conversation she brought up the Jacquelyn</p> <p>11 Brioux situation. And I told her, more or</p> <p>12 less, what I just told you were my concerns.</p> <p>13 I said we have a couple of different ways to</p> <p>14 potentially navigate this. And she</p> <p>15 expressed that she wanted to get it done, as</p> <p>16 did Matt Reeves and Kristin Recco and</p> <p>17 Jennifer Sessums.</p> <p>18 Then subsequent to that</p> <p>19 conversation, Ms. Abrey called me, because</p> <p>20 she was very upset about the preceding part</p> <p>21 of that conversation which is what the</p> <p>22 substance of the conversation was in terms</p> <p>23 of her performance.</p> <p>24 And in that conversation, I</p> <p>25 circled back with her on Brioux and simply</p>

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<p style="text-align: right;">Page 58</p> <p>1 J. HARLLEE</p> <p>2 while you were at Accenture, and they don't</p> <p>3 want you leveraging those for a certain</p> <p>4 period of time after you leave.</p> <p>5 Q. But were you able to call on those</p> <p>6 customer relationships by proxy through</p> <p>7 other employees?</p> <p>8 A. I didn't have any restrictions. I</p> <p>9 hadn't been calling on any customers in the</p> <p>10 timeline that it was operative.</p> <p>11 Q. But now, would Mr. Warren have</p> <p>12 been able to call on the relationships with</p> <p>13 other clients by proxy through other</p> <p>14 employees?</p> <p>15 MR. WILKINSON: Objection.</p> <p>16 A. I would have to look at the</p> <p>17 language.</p> <p>18 Well, what do you mean by proxy?</p> <p>19 Q. Well, there are certain</p> <p>20 restrictions in place that limited client</p> <p>21 interactions; is that correct?</p> <p>22 A. Correct.</p> <p>23 Q. And so could you essentially skirt</p> <p>24 those restrictions by communicating to other</p> <p>25 employees what you wanted them to do and</p>	<p style="text-align: right;">Page 60</p> <p>1 J. HARLLEE</p> <p>2 A. I previously stated, if you want</p> <p>3 to have this conversation, I am happy to</p> <p>4 look at the language, but I don't have it in</p> <p>5 front of me. So I really can't --</p> <p>6 Q. I am not really as concerned as I</p> <p>7 am with what the terms of the restrictions</p> <p>8 were, as much as I am concerned about what</p> <p>9 your practices were at Steampunk regarding</p> <p>10 those restrictions.</p> <p>11 Was it your position at Steampunk</p> <p>12 with respect to the restrictions, putting</p> <p>13 aside what the restrictions themselves say,</p> <p>14 what were you doing at Steampunk around</p> <p>15 these restrictions?</p> <p>16 MR. WILKINSON: Objection.</p> <p>17 A. I don't know how to answer that</p> <p>18 question. What we were doing, we were</p> <p>19 trying to abide them and trying to build a</p> <p>20 successful company notwithstanding the</p> <p>21 restrictions. And we were all very</p> <p>22 delighted when May rolled around of 2020.</p> <p>23 Q. So what was not allowed, what</p> <p>24 wasn't allowed?</p> <p>25 MR. WILKINSON: Objection.</p>
<p style="text-align: right;">Page 59</p> <p>1 J. HARLLEE</p> <p>2 have them do it?</p> <p>3 MR. WILKINSON: Objection.</p> <p>4 A. I would have to look at the</p> <p>5 language. I don't want to opine on it</p> <p>6 without seeing it.</p> <p>7 Q. But isn't that what was going on</p> <p>8 at Steampunk?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. What do you mean by "skirt"?</p> <p>11 Q. Well, there were certain</p> <p>12 restrictions for Mr. Warren and Ms. Abrey.</p> <p>13 And wasn't Mr. Warren directing client</p> <p>14 interactions that he was prohibited from</p> <p>15 interacting with directly, but wasn't he</p> <p>16 using other employees to engage with those</p> <p>17 clients?</p> <p>18 A. If other employees are engaging</p> <p>19 with the client, then Mr. Warren isn't.</p> <p>20 Q. So it is your position that as</p> <p>21 long as the other employee is being the one</p> <p>22 communicating with the client, then that</p> <p>23 wouldn't have been a violation of the</p> <p>24 restrictions?</p> <p>25 MR. WILKINSON: Objection.</p>	<p style="text-align: right;">Page 61</p> <p>1 J. HARLLEE</p> <p>2 A. I would have to refer back to</p> <p>3 outside counsel's interpretation of the</p> <p>4 language. I don't have it in front of me.</p> <p>5 Q. But isn't it your position that a</p> <p>6 lot of the structural or organizational</p> <p>7 changes at Steampunk centered around these</p> <p>8 restrictions?</p> <p>9 A. Yes.</p> <p>10 Q. So what was allowed and what</p> <p>11 wasn't allowed regarding the restrictions?</p> <p>12 MR. WILKINSON: Objection.</p> <p>13 A. What wasn't allowed, that people</p> <p>14 who were calling, people who were calling on</p> <p>15 restricted clients weren't allowed to report</p> <p>16 to people who had restrictions, and people</p> <p>17 who had restrictions were not allowed to</p> <p>18 call clients themselves.</p> <p>19 Q. Is that your understanding of the</p> <p>20 only requirements?</p> <p>21 MR. WILKINSON: Objection.</p> <p>22 A. To the best of my recollection,</p> <p>23 you asked how we operated, I said a number</p> <p>24 of times, I would need to look at the</p> <p>25 specific restrictions to opine on what they</p>

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<p style="text-align: right;">Page 62</p> <p>1 J. HARLLEE</p> <p>2 mean.</p> <p>3 Q. Did Mr. Warren's restrictions end</p> <p>4 in February of 2020?</p> <p>5 A. I believe so.</p> <p>6 Q. Were the organizational changes</p> <p>7 connected to Mr. Warren's restrictions made</p> <p>8 in February of 2020?</p> <p>9 A. Were they what?</p> <p>10 Q. Made, were the organizational</p> <p>11 changes in association with Mr. Warren's</p> <p>12 restrictions made in 2020, in February of</p> <p>13 2020?</p> <p>14 A. Mr. Warren, I believe, in February</p> <p>15 took his anticipated position of CEO of the</p> <p>16 company and I became sole chief operating</p> <p>17 officer.</p> <p>18 Q. And that occurred in February of</p> <p>19 2020?</p> <p>20 A. As I recall, I don't recall the</p> <p>21 date.</p> <p>22 Q. And did reporting structure change</p> <p>23 in February of 2020 based off Mr. Warren's</p> <p>24 restrictions being lifted?</p> <p>25 A. Some of them may have. Formally</p>	<p style="text-align: right;">Page 64</p> <p>1 J. HARLLEE</p> <p>2 Q. Did he have any informal</p> <p>3 authority?</p> <p>4 A. No.</p> <p>5 Q. Mr. LaRose had no informal</p> <p>6 authority?</p> <p>7 A. Mr. LaRose had relationships with</p> <p>8 Matt and I. And we took his suggestions</p> <p>9 seriously, since he is a smart guy with a</p> <p>10 lot of experience. But he had no formal or</p> <p>11 informal authority over the company.</p> <p>12 Q. So was he investing in Steampunk?</p> <p>13 MR. WILKINSON: Objection.</p> <p>14 A. No, actually, I would not call it</p> <p>15 an investment.</p> <p>16 Q. Did he give Steampunk money?</p> <p>17 A. He didn't give us any money.</p> <p>18 Q. Did he loan Steampunk money?</p> <p>19 A. He did loan Steampunk Holdings</p> <p>20 money.</p> <p>21 Q. Did Steampunk Holdings given that</p> <p>22 money to Steampunk, Inc.?</p> <p>23 A. That money was used in an</p> <p>24 acquisition to buy SE Solutions which was</p> <p>25 subsequently re-branded as Steampunk.</p>
<p style="text-align: right;">Page 63</p> <p>1 J. HARLLEE</p> <p>2 we made a conscious decision to do the reorg</p> <p>3 once Ms. Abrey's restrictions were up as</p> <p>4 well, so that we could do it in one full</p> <p>5 swoop.</p> <p>6 Q. Who made that decision?</p> <p>7 A. Mr. Warren and myself in</p> <p>8 conjunction with counsel.</p> <p>9 Q. Was Scott LaRose involved?</p> <p>10 A. He would have been aware of it.</p> <p>11 He was not really engaged in the day-to-day</p> <p>12 operations of the company.</p> <p>13 Q. Mr. LaRose was not engaged in the</p> <p>14 day-to-day operations of Steampunk?</p> <p>15 A. Correct.</p> <p>16 Q. Was Mr. LaRose engaged in any of</p> <p>17 Steampunk's operations?</p> <p>18 A. I don't know what operation means</p> <p>19 in this context. He had no authority,</p> <p>20 formal authority inside the organization.</p> <p>21 And he was sporadically kept apprised of how</p> <p>22 the business was going. We certainly</p> <p>23 strategized with him at the office of the</p> <p>24 CEO level from time to time. But he was not</p> <p>25 providing any direction to the company.</p>	<p style="text-align: right;">Page 65</p> <p>1 J. HARLLEE</p> <p>2 Q. Does Steampunk Holdings own</p> <p>3 anything else in terms of organizations or</p> <p>4 business entities besides Steampunk, Inc.?</p> <p>5 A. No.</p> <p>6 Q. Is there a board of directors at</p> <p>7 Steampunk Holdings?</p> <p>8 A. I believe there is.</p> <p>9 Q. Is there a board of directors at</p> <p>10 Steampunk, Inc.?</p> <p>11 A. Yes, there is.</p> <p>12 Q. Are they different boards of</p> <p>13 directors?</p> <p>14 A. I would have to look, I don't</p> <p>15 know. It is a holding company. It is not</p> <p>16 particularly active.</p> <p>17 Q. When you say it is not</p> <p>18 particularly active, what does that mean?</p> <p>19 A. It has no employees, no revenue,</p> <p>20 it is a holding company.</p> <p>21 Q. Does it own anything?</p> <p>22 A. I guess it owns Steampunk, yes.</p> <p>23 Q. Does it own anything else besides</p> <p>24 Steampunk?</p> <p>25 A. Not to my knowledge.</p>

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<p style="text-align: right;">Page 202</p> <p>1 J. HARLLEE</p> <p>2 working business opportunities, including</p> <p>3 Ms. Abrey.</p> <p>4 Q. So earlier we discussed SE</p> <p>5 Solutions versus Steampunk, and you</p> <p>6 described SE Solutions as a platform?</p> <p>7 A. Is that a question?</p> <p>8 Q. Yes.</p> <p>9 A. Yes.</p> <p>10 Q. So was building out the leadership</p> <p>11 team part of creating what would eventually</p> <p>12 be Steampunk?</p> <p>13 A. Yes.</p> <p>14 Q. And so would you call Ms. Abrey a</p> <p>15 critical building block of Steampunk?</p> <p>16 MR. WILKINSON: Objection.</p> <p>17 A. She was clearly a part of our</p> <p>18 leadership team. In hindsight, I don't</p> <p>19 think she was a critical building block.</p> <p>20 Q. At the time Ms. Abrey joined, did</p> <p>21 you view her as a critical building block?</p> <p>22 MR. WILKINSON: Objection.</p> <p>23 A. I had high hopes for her</p> <p>24 performance, yes.</p> <p>25 Q. That's not my question. I am not</p>	<p style="text-align: right;">Page 204</p> <p>1 J. HARLLEE</p> <p>2 everybody on the leadership team as</p> <p>3 critical.</p> <p>4 Q. So when Kate joined SE Solutions,</p> <p>5 did she report to you or Mr. Harllee?</p> <p>6 A. I am Mr. Harllee.</p> <p>7 Q. You or Mr. Warren, I am sorry?</p> <p>8 A. She reported to Matt.</p> <p>9 Q. And was she assigned to oversee</p> <p>10 any specific sectors?</p> <p>11 A. She had general, a general remit</p> <p>12 to make things happen in the areas where she</p> <p>13 did not have the restriction from her</p> <p>14 Accenture employment.</p> <p>15 Q. Was that Emerging Markets?</p> <p>16 A. That was called Emerging Markets,</p> <p>17 yes.</p> <p>18 Q. And did Mr. Warren also oversee</p> <p>19 Emerging Markets?</p> <p>20 A. He did, except for a couple of</p> <p>21 accounts inside of there that he was</p> <p>22 prohibited from calling into.</p> <p>23 Q. So was Ms. Abrey's title executive</p> <p>24 vice president and general manager for the</p> <p>25 emerging markets sector?</p>
<p style="text-align: right;">Page 203</p> <p>1 J. HARLLEE</p> <p>2 asking about your hopes for her performance.</p> <p>3 My question is did you view her as a</p> <p>4 critical part of the leadership team?</p> <p>5 MR. WILKINSON: Objection.</p> <p>6 A. In the sense that I viewed all the</p> <p>7 leadership team as critical, yes.</p> <p>8 Q. Ms. Abrey in particular?</p> <p>9 A. I just answered that question.</p> <p>10 Q. I don't believe so.</p> <p>11 A. Can we read back the answer then,</p> <p>12 because I did answer.</p> <p>13 Q. I will decide when we read back</p> <p>14 answers.</p> <p>15 A. Okay.</p> <p>16 Q. My question to you, you said I</p> <p>17 viewed everybody in the leadership team that</p> <p>18 way. And I am focusing on Ms. Abrey, not</p> <p>19 everyone on the leadership team. My</p> <p>20 question to you is, did you view Ms. Abrey</p> <p>21 herself as a critical member of the</p> <p>22 leadership team when she joined SE</p> <p>23 Solutions?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. Yes, in the same way I viewed</p>	<p style="text-align: right;">Page 205</p> <p>1 J. HARLLEE</p> <p>2 A. That sounds right.</p> <p>3 (Whereupon, a photo was marked</p> <p>4 Harllee Exhibit 9 for identification as</p> <p>5 of this date by the reporter.)</p> <p>6 Q. Before you is Exhibit 9, there is</p> <p>7 no Bates stamps. Have you seen this lovely</p> <p>8 picture of yourself, Mr. Warren and</p> <p>9 Ms. Abrey before?</p> <p>10 A. I think some of us are more lovely</p> <p>11 in the picture, I have, but not recently.</p> <p>12 Q. Who is more lovely?</p> <p>13 A. I would say I am the least lovely.</p> <p>14 Q. That's not very nice to yourself,</p> <p>15 Mr. Harllee?</p> <p>16 A. I stick to the facts, Alfredo.</p> <p>17 Q. I like your shirt, it matches mine</p> <p>18 today?</p> <p>19 A. Pink always looks good.</p> <p>20 Q. So do you recall this photograph</p> <p>21 being taken?</p> <p>22 A. Not particularly.</p> <p>23 Q. Do you know if any other</p> <p>24 leadership members were there during this</p> <p>25 photo shoot?</p>

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<p style="text-align: right;">Page 206</p> <p>1 J. HARLLEE</p> <p>2 A. I believe Robbe was there, because</p> <p>3 he probably took the picture.</p> <p>4 Q. Was there a reason no one else on</p> <p>5 the leadership team was invited to be on</p> <p>6 this photograph?</p> <p>7 A. This was an announcement about the</p> <p>8 three of us joining the company on the same</p> <p>9 day. So I don't think there would be any</p> <p>10 reason for anybody else to be there.</p> <p>11 Q. Then turning down to the last</p> <p>12 sentence in the first paragraph, it says,</p> <p>13 "In addition Kate Abrey has been named the</p> <p>14 executive vice president and general manager</p> <p>15 for the emerging markets sector." Do you</p> <p>16 see that?</p> <p>17 A. I do.</p> <p>18 Q. Is that what we just discussed, is</p> <p>19 that what you understood Ms. Abrey's title</p> <p>20 to be?</p> <p>21 A. That jives with what we just</p> <p>22 discussed, yes.</p> <p>23 MR. PELICCI: I am introducing</p> <p>24 another exhibit.</p> <p>25 (Whereupon, a 16-page letter Bates</p>	<p style="text-align: right;">Page 208</p> <p>1 J. HARLLEE</p> <p>2 she could not have had DHS reporting to her.</p> <p>3 Q. Are you aware that there is a</p> <p>4 letter submitted on behalf of Steampunk to</p> <p>5 the United States Equal Employment</p> <p>6 Opportunity Commission?</p> <p>7 A. I am.</p> <p>8 Q. Were you aware of this letter when</p> <p>9 it was sent out?</p> <p>10 A. I was.</p> <p>11 Q. Did you review this letter?</p> <p>12 A. I did.</p> <p>13 Q. Is there a reason you didn't</p> <p>14 correct that inaccuracy?</p> <p>15 A. I must not have noticed it.</p> <p>16 Q. I mean, it is a pretty substantial</p> <p>17 inaccuracy. I mean, this case is about</p> <p>18 Ms. Abrey's role being changed because of</p> <p>19 her pregnancy, and in this letter here you</p> <p>20 are representing that Ms. Abrey's role is</p> <p>21 something else. Do you not find that to be</p> <p>22 an important inaccuracy that is worth</p> <p>23 correction?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. She was running DHS later in the</p>
<p style="text-align: right;">Page 207</p> <p>1 J. HARLLEE</p> <p>2 No. 106205 was marked Harlee Exhibit</p> <p>3 10 for identification as of this date</p> <p>4 by the reporter.)</p> <p>5 MR. PELICCI: Plaintiff's</p> <p>6 Exhibit 10 is being introduced. You</p> <p>7 will see a Bates stamp on there,</p> <p>8 106205. It is a letter from</p> <p>9 JacksonLewis to the Equal Employment</p> <p>10 Opportunity Commission. It is a</p> <p>11 16-page exhibit.</p> <p>12 Q. I am going to ask you to, please,</p> <p>13 turn to the third page of the exhibit.</p> <p>14 The first sentence of the third</p> <p>15 paragraph on the first page says, "Ms. Abrey</p> <p>16 began working for Steampunk on May 15, 2019</p> <p>17 as an EVP and general manager leading the</p> <p>18 commerce and DHS portfolio."</p> <p>19 Is that correct?</p> <p>20 A. Emerging Markets would have</p> <p>21 encompassed commerce. The DHS portfolio</p> <p>22 would have been outside of that. So there</p> <p>23 is an error there.</p> <p>24 Q. So this is not correct?</p> <p>25 A. No, because of her restrictions,</p>	<p style="text-align: right;">Page 209</p> <p>1 J. HARLLEE</p> <p>2 life of the organization. I believe people</p> <p>3 probably got it conflated.</p> <p>4 Q. But this says this is actually</p> <p>5 what she was hired to run?</p> <p>6 A. Yes, it does.</p> <p>7 Q. So once again, that's not correct?</p> <p>8 A. At the time that she was hired,</p> <p>9 she did not have responsibility for the DHS</p> <p>10 portfolio.</p> <p>11 Q. And then the second sentence of</p> <p>12 the second paragraph reads, "The primary</p> <p>13 function of the EVP role is to grow</p> <p>14 Steampunk's business. This requires that</p> <p>15 the EVP win net new business to continue to</p> <p>16 expand the company's base of revenue while</p> <p>17 also expanding the size and scope of</p> <p>18 existing delivery projects and programs."</p> <p>19 Do you see that?</p> <p>20 A. I do.</p> <p>21 Q. At the time of Ms. Abrey's hiring</p> <p>22 she was not permitted to attempt to win net</p> <p>23 new business in DHS; is that correct?</p> <p>24 A. She was not permitted to directly</p> <p>25 engage with DHS. She certainly provided, in</p>

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<p style="text-align: right;">Page 210</p> <p>1 J. HARLLEE</p> <p>2 my opinion, the majority of the direction to</p> <p>3 Diane Ashley, who worked for me at the time,</p> <p>4 but she was providing the front-end advice</p> <p>5 to her. And it was understood that</p> <p>6 Ms. Ashley would work for Ms. Abrey when the</p> <p>7 restrictions were up.</p> <p>8 Q. It was your understanding that</p> <p>9 Ms. Abrey was the one was primarily</p> <p>10 responsible for providing Ms. Ashley</p> <p>11 supervision?</p> <p>12 A. That's not what I said.</p> <p>13 Q. You said she was the one primarily</p> <p>14 providing guidance?</p> <p>15 A. No, as I explained earlier, at the</p> <p>16 time that we were starting the company there</p> <p>17 was a bit of an all-hands-on-deck dynamic,</p> <p>18 which similarly to the description I gave</p> <p>19 you on seniority, different people provided</p> <p>20 different input to the employee base based</p> <p>21 on their expertise in a particular area.</p> <p>22 Ms. Ashley reported to me, I help her in a</p> <p>23 number of different ways. But Ms. Abrey</p> <p>24 primarily, along with Mr. Warren and</p> <p>25 Mr. Cole, Mr. Dillon, also provided advice</p>	<p style="text-align: right;">Page 212</p> <p>1 J. HARLLEE</p> <p>2 A. I don't think there was any formal</p> <p>3 plan, but it was certainly discussed and</p> <p>4 understood.</p> <p>5 The primary reason that Kate came</p> <p>6 to Steampunk was to be able to drive our</p> <p>7 business inside of DHS. And it was</p> <p>8 understood by everyone, including Ms. Abrey,</p> <p>9 that DHS would formally report to her as</p> <p>10 soon as her restrictions were up. And</p> <p>11 therefore Ms. Ashley would report to her,</p> <p>12 because Ms. Ashley had responsibility for</p> <p>13 DHS.</p> <p>14 Q. So Ms. Ashley didn't report to</p> <p>15 Ms. Abrey until May of 2020?</p> <p>16 A. She didn't report to her formally.</p> <p>17 She was responsible for the overall</p> <p>18 forecasting of the Emerging Markets business</p> <p>19 as well as Diana Ashley's forecast.</p> <p>20 Q. I see the word "wedges" and "net</p> <p>21 new" a lot in documents. And it seems to be</p> <p>22 something that Mr. Warren loves to talk</p> <p>23 about. Sounds like it is a wide</p> <p>24 conversation at Steampunk.</p> <p>25 Are you familiar with wedges and</p>
<p style="text-align: right;">Page 211</p> <p>1 J. HARLLEE</p> <p>2 to Ms. Ashley, on the front end of the</p> <p>3 business, which is not my area of expertise.</p> <p>4 Q. Did you conduct any performance</p> <p>5 assessments of Ms. Ashley, by that I mean</p> <p>6 formal performance reviews?</p> <p>7 A. Not to my recollection.</p> <p>8 Q. And so who was responsible at the</p> <p>9 time of Ms. Abrey's hire in that pre-leave</p> <p>10 period, who was responsible, who was</p> <p>11 Ms. Ashley's formal supervisor?</p> <p>12 A. I was her formal supervisor.</p> <p>13 Q. Until when?</p> <p>14 A. Until Ms. Abrey came back from her</p> <p>15 maternity leave and her restrictions were</p> <p>16 up.</p> <p>17 Q. And was there a plan put in place</p> <p>18 regarding those organizational changes, when</p> <p>19 Ms. Abrey would then assume a supervisory</p> <p>20 control of Ms. Ashley?</p> <p>21 A. Can you restate the question,</p> <p>22 please.</p> <p>23 Q. Was there a plan in place or a</p> <p>24 plan ever developed whereby Ms. Abrey would</p> <p>25 assume supervisory control of Ms. Ashley?</p>	<p style="text-align: right;">Page 213</p> <p>1 J. HARLLEE</p> <p>2 net new?</p> <p>3 A. Yes.</p> <p>4 Q. So in terms of providing specific</p> <p>5 guidance, prior to May 2020, was Ms. Abrey</p> <p>6 permitted to engage in the DHS sector</p> <p>7 regarding net new or wedges?</p> <p>8 A. Absolutely.</p> <p>9 Q. Was she able to contact those</p> <p>10 clients to discuss it with them?</p> <p>11 A. She was not supposed to.</p> <p>12 Q. Did she?</p> <p>13 A. I don't know.</p> <p>14 Q. Did you?</p> <p>15 A. I could have, I didn't.</p> <p>16 Q. But did Diane Ashley?</p> <p>17 A. Yes, Diane certainly talked to the</p> <p>18 customers.</p> <p>19 Q. And did Diane Ashley update you on</p> <p>20 her net news and wedges in DHS prior to May</p> <p>21 2020?</p> <p>22 A. Yes, she did. But that tended to</p> <p>23 be the forecast sessions instead of the</p> <p>24 day-to-day grind that she was involved in.</p> <p>25 Q. Were you typically involved in the</p>

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<p style="text-align: right;">Page 218</p> <p>1 J. HARLLEE</p> <p>2 a bid, in terms of staffing, there are some</p> <p>3 people on there that you classify as key</p> <p>4 personnel?</p> <p>5 A. I didn't say that. There are</p> <p>6 people on there that the government</p> <p>7 classifies as having to be filled as key</p> <p>8 personnel. And we then assign them to that,</p> <p>9 but it is not our choice.</p> <p>10 Q. Is that part of the staffing</p> <p>11 considerations?</p> <p>12 A. Yes.</p> <p>13 Q. And then you said contracts, what</p> <p>14 do you mean by contracts?</p> <p>15 A. Nondisclosure agreements,</p> <p>16 government terms and conditions,</p> <p>17 subcontracts with prime contractors, CTAs,</p> <p>18 JVs, anything across the board.</p> <p>19 Q. It may be self-explanatory, but I</p> <p>20 have to hear it from you. What is the deal</p> <p>21 with strategy in terms of how you assisted</p> <p>22 Ms. Ashley on strategy?</p> <p>23 A. Typically that would have happened</p> <p>24 in the context of a forecast session, where</p> <p>25 if she was asking for help and I saw an</p>	<p style="text-align: right;">Page 220</p> <p>1 J. HARLLEE</p> <p>2 in terms of feedback, which is a bit</p> <p>3 surprisingly low, given your place on the</p> <p>4 chain of command?</p> <p>5 A. It is not my area of expertise. I</p> <p>6 defer to my vetters (phonetic) there.</p> <p>7 Q. But you were Diane's formal</p> <p>8 supervisor?</p> <p>9 A. I was.</p> <p>10 Q. What type of strategy advice did</p> <p>11 you give Diane about net news and wedges?</p> <p>12 A. I took, along with a lot of other</p> <p>13 people on multiple occasions, I worked</p> <p>14 through, I tried to explain to her why the</p> <p>15 wedge approach was so important to the</p> <p>16 company and tried to get her focused on</p> <p>17 that.</p> <p>18 Q. So who ran the forecasting</p> <p>19 sessions for Ms. Ashley while Ms. Abrey was</p> <p>20 out on leave?</p> <p>21 A. I believe Ms. Ashley at that point</p> <p>22 was handling the forecast for herself.</p> <p>23 Q. But did anyone oversee that with</p> <p>24 her?</p> <p>25 A. We handled it in the forecast</p>
<p style="text-align: right;">Page 219</p> <p>1 J. HARLLEE</p> <p>2 opportunity to give her an idea that might</p> <p>3 work, then I would do that. But I would say</p> <p>4 I was fourth or fifth or sixth on the list</p> <p>5 in terms of the feedback I gave her from</p> <p>6 that perspective.</p> <p>7 Q. Was there a time when Ms. Abrey</p> <p>8 was not part of the forecasting sessions for</p> <p>9 Ms. Ashley?</p> <p>10 MR. WILKINSON: Objection.</p> <p>11 A. I don't know if there was a</p> <p>12 forecast session that Ms. Abrey couldn't</p> <p>13 attend for some reason. I do know that</p> <p>14 Ms. Abrey vetted and signed off and</p> <p>15 presumably adjusted, if she felt</p> <p>16 appropriate, the forecasts coming from</p> <p>17 Diane, David Wolf and others.</p> <p>18 Q. And did you participate in that</p> <p>19 process?</p> <p>20 A. In what way?</p> <p>21 Q. Did you ever shape the forecasts?</p> <p>22 A. No.</p> <p>23 Q. But you said you participated in</p> <p>24 the forecasting sessions. You said you may</p> <p>25 have been, I think you said, one of the six</p>	<p style="text-align: right;">Page 221</p> <p>1 J. HARLLEE</p> <p>2 sessions.</p> <p>3 Q. Who else would be present for the</p> <p>4 DHS forecasting sessions while Ms. Abrey was</p> <p>5 out on leave?</p> <p>6 A. It would not have been a DHS</p> <p>7 forecasting session. It would have been a</p> <p>8 company forecast session. There were any</p> <p>9 number of people there, mostly the</p> <p>10 leadership team. Probably the most</p> <p>11 important people to be there would have been</p> <p>12 Matt, Brad, Sean, Matt Reeves.</p> <p>13 Q. Why were they the most important</p> <p>14 people?</p> <p>15 A. Because those were the folks who</p> <p>16 had the skills on the front end of the</p> <p>17 business, with the exception of Mr. Reeves,</p> <p>18 who was responsible for delivery and was a</p> <p>19 key component in the decision making.</p> <p>20 Q. But Mr. Reeves actually later</p> <p>21 assumed Ms. Abrey's front end</p> <p>22 responsibilities when you fired her?</p> <p>23 A. Succession planning.</p> <p>24 Q. What went into that decision?</p> <p>25 A. Into which decision?</p>

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<p style="text-align: right;">Page 222</p> <p>1 J. HARLLEE</p> <p>2 Q. To make Mr. Reeves Ms. Abrey's</p> <p>3 replacement?</p> <p>4 A. You can't have a vacuum at the top</p> <p>5 of an organization. We put Mr. Reeves into</p> <p>6 that position as the accelerating portfolio</p> <p>7 lead to find out whether or not he was</p> <p>8 suited for the position. He was certainly</p> <p>9 capable of carrying the position for a</p> <p>10 while. And he had the relationships with</p> <p>11 the vast majority of the folks who worked</p> <p>12 for Kate, which comprised over half of the</p> <p>13 employees of the company at the time that</p> <p>14 she left.</p> <p>15 Q. And when Ms. Abrey was terminated,</p> <p>16 you were very unhappy with Ms. Ashley's</p> <p>17 performance; correct?</p> <p>18 A. I had been unhappy with</p> <p>19 Ms. Ashley's and Ms. Abrey's performance for</p> <p>20 some time, and more important their</p> <p>21 credibility and grasp of the business.</p> <p>22 Q. What was your view on Ms. Ashley's</p> <p>23 performance when you terminated Ms. Abrey?</p> <p>24 A. Ms. Ashley responded better, I</p> <p>25 would not say well, but better from a</p>	<p style="text-align: right;">Page 224</p> <p>1 J. HARLLEE</p> <p>2 that point with Ms. Ashley's opportunities.</p> <p>3 Q. But you couldn't make a</p> <p>4 competitive bid if you don't have good</p> <p>5 pricing, could you?</p> <p>6 A. You certainly could put a</p> <p>7 competitive bid in if you don't have good</p> <p>8 pricing.</p> <p>9 Q. And it would be competitive if</p> <p>10 your pricing is not good?</p> <p>11 A. If there are other people bidding</p> <p>12 on it, it is competitive.</p> <p>13 Q. Is that your idea of competitive,</p> <p>14 as long as you are in the pool, it is</p> <p>15 competitive?</p> <p>16 A. I don't know how you are using the</p> <p>17 term. Competitive to me is compete, you are</p> <p>18 going against other people.</p> <p>19 You are asking me putting in</p> <p>20 pricing that really, really high, does that</p> <p>21 have a negative impact on competition?</p> <p>22 Sure.</p> <p>23 Q. Generally grading Diane Ashley's</p> <p>24 performance and your understanding of her</p> <p>25 performance at the time when you terminated</p>
<p style="text-align: right;">Page 223</p> <p>1 J. HARLLEE</p> <p>2 productivity perspective when Ms. Ashley was</p> <p>3 out and Matt took a more direct approach</p> <p>4 with Diane. And so we were hopeful that</p> <p>5 with a change of management Ms. Ashley would</p> <p>6 be made into a productive player of the</p> <p>7 company.</p> <p>8 Q. When you were her formal</p> <p>9 supervisor, you didn't make her into a</p> <p>10 productive player?</p> <p>11 A. That was not my role.</p> <p>12 Q. You didn't have any responsibility</p> <p>13 for her productivity as her formal</p> <p>14 supervisor?</p> <p>15 A. Not on the front end of the</p> <p>16 business.</p> <p>17 Q. You just listed four things that</p> <p>18 you assisted with her, while they are back</p> <p>19 end functions, don't they affect her front</p> <p>20 end capabilities?</p> <p>21 A. Typically the back end functions</p> <p>22 don't come meaningfully into play until you</p> <p>23 got a customer who is eager to buy something</p> <p>24 and a customer that you built a relationship</p> <p>25 with and had trusted you. We rarely got to</p>	<p style="text-align: right;">Page 225</p> <p>1 J. HARLLEE</p> <p>2 Ms. Abrey, what would you say your general</p> <p>3 assessment of her overall performance was?</p> <p>4 A. That the results weren't there.</p> <p>5 Q. Would you say she was a good</p> <p>6 performer, bad performer, mediocre,</p> <p>7 terrible?</p> <p>8 A. She was an enthusiastic performer</p> <p>9 and a hard worker. But she was not able, in</p> <p>10 most cases, to get over the hump to put us</p> <p>11 in a position to make a competitive bid.</p> <p>12 Q. Do you believe that DHS was</p> <p>13 underperforming?</p> <p>14 A. You would have to break it into</p> <p>15 components. The front end of the DHS</p> <p>16 business has not come anywhere close to</p> <p>17 meeting my expectations. During the time</p> <p>18 while Kate was here and on leave the</p> <p>19 delivery side of the business in DHS</p> <p>20 actually did very well.</p> <p>21 Q. So the DHS front end was not</p> <p>22 performing well when Ms. Abrey was on leave?</p> <p>23 A. It performed better than when she</p> <p>24 was around. But it was not where we needed</p> <p>25 it to be.</p>

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<p style="text-align: right;">Page 230</p> <p>1 J. HARLLEE</p> <p>2 it is wrong to say that it is not an</p> <p>3 adverse action, rather the court ruled</p> <p>4 that it could not serve as the basis</p> <p>5 for a claim.</p> <p>6 MR. WILKINSON: You are exactly</p> <p>7 right, that's exactly what I said.</p> <p>8 MR. PELICCI: So it is relevant.</p> <p>9 And to the extent that defendants want</p> <p>10 to make the argument that the</p> <p>11 restrictions influenced the way they</p> <p>12 structured the business, and that's</p> <p>13 part of their argument, if they want</p> <p>14 that to be part of their argument, then</p> <p>15 we need to see what the restrictions</p> <p>16 are that so-called shaped how you all</p> <p>17 pushed Ms. Abrey out.</p> <p>18 MR. WILKINSON: Okay, again, you</p> <p>19 provide to me the document request that</p> <p>20 is out there, that to which this will</p> <p>21 be responsive, and I will take a look</p> <p>22 at it. If it is responsive and</p> <p>23 non-objectionable, then we will</p> <p>24 consider it.</p> <p>25 MR. PELICCI: We have no problem</p>	<p style="text-align: right;">Page 232</p> <p>1 J. HARLLEE</p> <p>2 Q. But was the plan formalized?</p> <p>3 A. I don't know what that means.</p> <p>4 Q. Well, was it pull put in writing</p> <p>5 anywhere?</p> <p>6 A. Right, when we announced.</p> <p>7 Q. I am saying prior to announcing</p> <p>8 it, prior to Ms. Abrey going on leave -- I</p> <p>9 want to remind you, I don't want to</p> <p>10 interrupt you, but I want to finish my</p> <p>11 question.</p> <p>12 My question is prior to Ms. Abrey</p> <p>13 going on leave, was it put in writing that</p> <p>14 she would eventually assume formal</p> <p>15 supervision of Ms. Ashley?</p> <p>16 A. I don't recall.</p> <p>17 Q. Are you aware if that was put in</p> <p>18 writing prior to leave?</p> <p>19 A. I don't recall.</p> <p>20 Q. When is the earliest you recall</p> <p>21 seeing in writing a plan for Ms. Abrey to</p> <p>22 assuming supervision of Ms. Ashley?</p> <p>23 A. I don't recall.</p> <p>24 Q. And then had you seen in writing</p> <p>25 prior to Ms. Abrey going out on leave that</p>
<p style="text-align: right;">Page 231</p> <p>1 J. HARLLEE</p> <p>2 with you forfeiting that defense, if</p> <p>3 you also decide to do that in the</p> <p>4 alternative.</p> <p>5 MR. WILKINSON: You are wasting</p> <p>6 your own time here. If you want to</p> <p>7 continue with this, that's fine. We</p> <p>8 are not forfeiting anything.</p> <p>9 (Whereupon, a short recess was</p> <p>10 taken.)</p> <p>11 Q. When was the plan put in place for</p> <p>12 Ms. Abrey to eventually assume formal</p> <p>13 supervision of Ms. Ashley?</p> <p>14 A. I don't recall specifically.</p> <p>15 Q. When was the plan formalized?</p> <p>16 A. They announced it in May when her</p> <p>17 restrictions were up.</p> <p>18 Q. Do you know when the decision was</p> <p>19 made?</p> <p>20 A. I don't recall. It was a known</p> <p>21 thing that was going to happen since the</p> <p>22 inception of the company.</p> <p>23 Q. Was it formalized at that point?</p> <p>24 A. No. We had not done it. It was</p> <p>25 not formalized in my mind until we do it.</p>	<p style="text-align: right;">Page 233</p> <p>1 J. HARLLEE</p> <p>2 Ms. Abrey would oversee DHS?</p> <p>3 A. Repeat the question, please.</p> <p>4 Q. So prior to Ms. Abrey going out on</p> <p>5 leave, did you ever see in writing, in any</p> <p>6 form, that Ms. Abrey would assume control of</p> <p>7 DHS?</p> <p>8 A. In writing or in any form?</p> <p>9 Q. In writing.</p> <p>10 A. No, I don't recall.</p> <p>11 Q. You reviewed several documents for</p> <p>12 today's deposition; did you not?</p> <p>13 A. I did.</p> <p>14 Q. And in the documents reviewed, did</p> <p>15 you see anything about Ms. Abrey assuming</p> <p>16 control of DHS prior to her going out on</p> <p>17 leave?</p> <p>18 A. I don't recall seeing anything</p> <p>19 like that.</p> <p>20 Q. Was there any formal policies for</p> <p>21 record keeping in place at Steampunk</p> <p>22 regarding Ms. Abrey's employment?</p> <p>23 MR. WILKINSON: Objection.</p> <p>24 A. Yes.</p> <p>25 Q. Who oversaw those policies?</p>

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<p style="text-align: right;">Page 242</p> <p>1 J. HARLLEE</p> <p>2 case was it needed, because her having</p> <p>3 relationship with those folks was not going</p> <p>4 to add to our relationship as a company with</p> <p>5 those customers. That box was checked.</p> <p>6 Q. But that's not in fact the case of</p> <p>7 how things were operating prior to</p> <p>8 Ms. Abrey's leave; is that correct?</p> <p>9 A. That's a huge generalization. Can</p> <p>10 you be more specific, please.</p> <p>11 Q. So Ms. Abrey did engage with</p> <p>12 Mr. Licht regarding client relationships</p> <p>13 prior to going out on leave; correct?</p> <p>14 A. Yes, I just explained, she was</p> <p>15 trying to.</p> <p>16 Q. But she did assist him with client</p> <p>17 relationships prior to going out on leave;</p> <p>18 correct?</p> <p>19 A. Not my impression.</p> <p>20 Q. And she did provide Mr. Licht</p> <p>21 guidance on the nitty-gritty of deals prior</p> <p>22 to going out on leave; correct?</p> <p>23 A. I have no idea.</p> <p>24 Q. You have no idea about how</p> <p>25 Ms. Abrey or if Ms. Abrey assisted Mr. Licht</p>	<p style="text-align: right;">Page 244</p> <p>1 J. HARLLEE</p> <p>2 e-mail. In fact, I am not really even</p> <p>3 concerned with the substance of the first</p> <p>4 e-mail.</p> <p>5 What I am curious about is, of the</p> <p>6 people listed in the to line of this e-mail,</p> <p>7 what portfolios or -- what was the other</p> <p>8 term you used portfolio and sectors, what</p> <p>9 portfolios or sectors did the people belong</p> <p>10 to starting with Ms. Abrey in the to line at</p> <p>11 the time of this e-mail?</p> <p>12 A. Ms. Abrey had Emerging Markets,</p> <p>13 Mr. Nizhnikov worked inside of Civilian,</p> <p>14 Mr. Licht had Civilian, Ben Lienard works</p> <p>15 for the capture team, Carolyn is the general</p> <p>16 counsel, Nick Trzcinski was Kate's peer</p> <p>17 running DOD, Brandon Feather is a technical</p> <p>18 SME and Sean Dillon is our CTO.</p> <p>19 Q. Just so I understand your position</p> <p>20 is that these sectors that are represented</p> <p>21 here are Civilian, and what was the one you</p> <p>22 said Kate was?</p> <p>23 A. Emerging Markets.</p> <p>24 And then DOD.</p> <p>25 Q. And was DOD a separate sector or</p>
<p style="text-align: right;">Page 243</p> <p>1 J. HARLLEE</p> <p>2 prior to going out on leave?</p> <p>3 A. I don't know what she did or how</p> <p>4 she did it. I do know that she was pressing</p> <p>5 him to get her engaged to meet his clients.</p> <p>6 And that was sort of the extent of my</p> <p>7 awareness.</p> <p>8 MR. PELICCI: I am going to ask</p> <p>9 you to refresh.</p> <p>10 (Whereupon, a three-page e-mail</p> <p>11 Bates No. 25741 through 25743 was</p> <p>12 marked Harllee Exhibit 11 for</p> <p>13 identification as of this date by the</p> <p>14 reporter.)</p> <p>15 MR. PELICCI: This is Exhibit 11.</p> <p>16 Q. Plaintiff's Exhibit 11, Bates</p> <p>17 stamped 25741, it is a three-pager. It is</p> <p>18 an e-mail from, the very first e-mail is</p> <p>19 Brad Cole to Kate Abrey, Joe Nizhnikov, Max</p> <p>20 Licht, Ben Lienard, Carolyn Muir, Nick</p> <p>21 Trzcinski, Brandon Feather, Sean Dillon, do</p> <p>22 you see that?</p> <p>23 A. I do. It is a long e-mail, I need</p> <p>24 to read, if you want me to comment on it.</p> <p>25 Q. We are not going to read that</p>	<p style="text-align: right;">Page 245</p> <p>1 J. HARLLEE</p> <p>2 portfolio?</p> <p>3 A. It was.</p> <p>4 Q. And had it stayed that way for the</p> <p>5 course of Ms. Abrey's employment?</p> <p>6 A. Once Nick came on, yes.</p> <p>7 Q. I am sorry, once Nick came on, DOD</p> <p>8 remained outside of Civilian and Emerging</p> <p>9 Markets?</p> <p>10 A. Right.</p> <p>11 Q. Who oversaw DOD after Nick was</p> <p>12 fired?</p> <p>13 A. It was transitioned into</p> <p>14 Mr. Licht's portfolio.</p> <p>15 Q. So that was my question, if it was</p> <p>16 consolidated under any other portfolio.</p> <p>17 So Mr. Trzcinski was consolidated</p> <p>18 under Licht, his portfolio was?</p> <p>19 A. He wasn't, his portfolio was. He</p> <p>20 had similar performance problems to Kate,</p> <p>21 and was terminated.</p> <p>22 Q. But there is no DHS represented</p> <p>23 here, why is that?</p> <p>24 A. Because it looks like -- you see,</p> <p>25 I need to read the e-mail now if you want me</p>

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<p style="text-align: right;">Page 258</p> <p>1 J. HARLLEE</p> <p>2 remember her embracing it as I would have</p> <p>3 expected her to do.</p> <p>4 Q. Why?</p> <p>5 A. Because she was now going to be</p> <p>6 able to call on the customers with whom she</p> <p>7 had a relationship directly.</p> <p>8 Q. But it had never been communicated</p> <p>9 to her in writing prior to her leave that</p> <p>10 that would be the organizational structure;</p> <p>11 is that correct?</p> <p>12 A. I don't recall it being in writing</p> <p>13 to her. We certainly talked about it.</p> <p>14 Q. When did you talk about it with</p> <p>15 baby Bree?</p> <p>16 A. It was part of the overall</p> <p>17 process, thoughts, plans. We had to deal</p> <p>18 with restrictions. And then once we dealt</p> <p>19 with the restrictions, or rather they</p> <p>20 expired, then she would be leading the</p> <p>21 charge inside of DHS. That's where it would</p> <p>22 not make sense to not take advantage of</p> <p>23 that, given the depth of the experience at</p> <p>24 DHS.</p> <p>25 Q. Was there anything that prevented</p>	<p style="text-align: right;">Page 260</p> <p>1 J. HARLLEE</p> <p>2 A. He does.</p> <p>3 Q. And you yourself said for</p> <p>4 succession planning it is good to have a</p> <p>5 backup in mind? Was Kate, in fact, that</p> <p>6 back up?</p> <p>7 A. No, that's never been my opinion.</p> <p>8 She had an opportunity to become the CEO</p> <p>9 down the road if she performed. Frankly,</p> <p>10 she was not ready to be the CEO when she was</p> <p>11 here.</p> <p>12 Q. Did you ever hear Mr. Warren say</p> <p>13 Ms. Abrey has sharp elbows?</p> <p>14 A. I don't believe so.</p> <p>15 Q. Did you ever hear Mr. Warren say</p> <p>16 Ms. Abrey was nurturing?</p> <p>17 A. I don't believe so.</p> <p>18 Q. Did you hear Mr. Warren call David</p> <p>19 Wolf an idiot?</p> <p>20 A. I have already answered that</p> <p>21 question, no.</p> <p>22 Q. So did you hear Mr. Warren</p> <p>23 reprimand Ms. Abrey for her baby making</p> <p>24 noises during video meetings?</p> <p>25 MR. WILKINSON: Objection.</p>
<p style="text-align: right;">Page 259</p> <p>1 J. HARLLEE</p> <p>2 Ms. Abrey from continuing to oversee any of</p> <p>3 the clients that fell under Emerging</p> <p>4 Markets?</p> <p>5 A. Say that the question again.</p> <p>6 Q. Was there anything that prevented</p> <p>7 Ms. Abrey overseeing DHS while she continued</p> <p>8 to oversee Emerging Markets?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. Well, she did continue to oversee</p> <p>11 Commerce and Department of Justice, which</p> <p>12 were part of Emerging Markets. In terms of</p> <p>13 preventing her from being able to cover</p> <p>14 everything else, which I think is what your</p> <p>15 question is, we would never put a single</p> <p>16 person in charge of the entire business. We</p> <p>17 diversified our risk by having at least two</p> <p>18 or ideally three or four different</p> <p>19 portfolios.</p> <p>20 Q. But is Mr. Warren considered in</p> <p>21 charge of the entire business?</p> <p>22 A. He is. But that's not the same</p> <p>23 thing.</p> <p>24 Q. Does he oversee all the</p> <p>25 portfolios?</p>	<p style="text-align: right;">Page 261</p> <p>1 J. HARLLEE</p> <p>2 A. No. I may have heard him, she had</p> <p>3 a habit of calling in to calls on the</p> <p>4 treadmill or on her bike. And the ambient</p> <p>5 background noise was a problem. I believe I</p> <p>6 recall that Mr. Warren commented on it once.</p> <p>7 I know I heard a number of different people</p> <p>8 complaining about the background noise from</p> <p>9 the bike and the treadmill.</p> <p>10 Q. Do you recall a point in time</p> <p>11 where you had a conversation with Ms. Abrey,</p> <p>12 and you admitted to her that her concerns</p> <p>13 prior to her going out on leave about her</p> <p>14 role changing had come true?</p> <p>15 A. No.</p> <p>16 Q. No?</p> <p>17 A. No.</p> <p>18 Q. Do you remember any conversations</p> <p>19 along those lines?</p> <p>20 A. No.</p> <p>21 Q. Nothing?</p> <p>22 A. Nothing.</p> <p>23 Q. Who is Bruce Klein?</p> <p>24 A. He was a quite expensive</p> <p>25 professional coach that we brought onto help</p>

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<p style="text-align: right;">Page 262</p> <p>1 J. HARLLEE</p> <p>2 a number of folks level up from a</p> <p>3 productivity perspective.</p> <p>4 Q. Who were those folks?</p> <p>5 A. He was working with Diane, I think</p> <p>6 he was working with Matt Reeves. I am not</p> <p>7 sure who else. Oh, and Diane -- no, I said</p> <p>8 Diane, didn't I? And we gave Kate an</p> <p>9 opportunity to do it, but she didn't feel</p> <p>10 like she needed it.</p> <p>11 Q. Are you aware or were you ever</p> <p>12 made aware that Ms. Ashley told Mr. Dillon</p> <p>13 about Ms. Abrey's complaints of pregnancy</p> <p>14 discrimination?</p> <p>15 MR. WILKINSON: Objection.</p> <p>16 A. I never had a conversation with</p> <p>17 Sean Dillon about anything like that.</p> <p>18 Q. Did Sean Dillon ever discuss</p> <p>19 Ms. Abrey with you?</p> <p>20 A. I am sure he did, yes.</p> <p>21 Q. Do you recall if he ever discussed</p> <p>22 any changes to Ms. Abrey's role with you?</p> <p>23 A. No.</p> <p>24 Q. What is operational excellence?</p> <p>25 A. Operational excellence was an</p>	<p style="text-align: right;">Page 264</p> <p>1 J. HARLLEE</p> <p>2 recorded that call?</p> <p>3 A. I did.</p> <p>4 Q. Did he communicate to you prior to</p> <p>5 recording that call about doing that?</p> <p>6 A. He did.</p> <p>7 Q. Was it your recommendation to</p> <p>8 record the call?</p> <p>9 A. We talked about whether or not it</p> <p>10 is best practice in my experience and at</p> <p>11 Steampunk in personnel matters, particularly</p> <p>12 ones that are negative, to have two people</p> <p>13 involved from a company perspective. And</p> <p>14 Mr. Warren felt very strongly that with his</p> <p>15 relationship with Kate, it would be</p> <p>16 unpleasant and embarrassing for her to have</p> <p>17 somebody on the phone, given the depth of</p> <p>18 his relationship with her.</p> <p>19 And we talked about that. And in</p> <p>20 lieu of having me join the call, we used the</p> <p>21 phone call as a proxy for basically myself</p> <p>22 in that context.</p> <p>23 Q. So prior to that call, the first</p> <p>24 call regarding Kate on January 13, 2021, so</p> <p>25 we said there were two key calls during that</p>
<p style="text-align: right;">Page 263</p> <p>1 J. HARLLEE</p> <p>2 initiative that sputted out where we were</p> <p>3 trying to take advantage of Kate's expertise</p> <p>4 in delivery, similar from the e-mail that we</p> <p>5 just had the talk about, about focusing on</p> <p>6 making sure that our delivery was working</p> <p>7 the way it should be. We had a number of</p> <p>8 people who came from software companies, who</p> <p>9 didn't have long-term experience in the</p> <p>10 services world. And as with any good</p> <p>11 company, we wanted to put the best practices</p> <p>12 out there and make sure we put our best into</p> <p>13 the company from a delivery perspective.</p> <p>14 Q. When is the first time you can</p> <p>15 recall hearing Ms. Abrey mention that she</p> <p>16 feels like her pregnancy leave resulted in</p> <p>17 changes to her role at Steampunk?</p> <p>18 MR. WILKINSON: Objection.</p> <p>19 A. I never heard her say that.</p> <p>20 Q. Did Mr. Warren tell you she said</p> <p>21 something similar to that during his call</p> <p>22 with her on the 14th of January?</p> <p>23 MR. WILKINSON: Objection.</p> <p>24 A. No.</p> <p>25 Q. Did you know that Mr. Warren</p>	<p style="text-align: right;">Page 265</p> <p>1 J. HARLLEE</p> <p>2 period, there was one you call the</p> <p>3 challenging call on January 13, and then</p> <p>4 there was the termination call on the 14th.</p> <p>5 Prior to that, did you have any</p> <p>6 reason to believe that Kate was not happy at</p> <p>7 Steampunk?</p> <p>8 A. She was not performing. She knew</p> <p>9 she was not performing. And she obviously</p> <p>10 was not happy with her performance. I</p> <p>11 believe she stated that a number of times,</p> <p>12 including in written documents.</p> <p>13 But outside of that lack of</p> <p>14 performance, I don't have any reason to</p> <p>15 believe that she was unhappy.</p> <p>16 Q. Do you remember any conversations</p> <p>17 where you discussed Ms. Abrey's health or</p> <p>18 happiness at Steampunk prior to January 13,</p> <p>19 2021, since she returned from leave?</p> <p>20 A. I don't recall any conversations</p> <p>21 like that, no.</p> <p>22 Q. So did you think Ms. Abrey was</p> <p>23 unhappy at Steampunk prior to January 13?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. I don't know how to answer that</p>

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<p style="text-align: right;">Page 266</p> <p>1 J. HARLLEE</p> <p>2 question. That's not how I looked -- that's</p> <p>3 not the lense I look through when I look at</p> <p>4 the company.</p> <p>5 Q. Okay, so you don't look at</p> <p>6 employee happiness?</p> <p>7 A. I look at it in the aggregate, and</p> <p>8 I look at it with regard to my direct</p> <p>9 reports. But I was not managing her, that</p> <p>10 was outside of my purview.</p> <p>11 Q. But did you have any assessment of</p> <p>12 whether or not you thought she was happy at</p> <p>13 Steampunk?</p> <p>14 A. I would have been very</p> <p>15 disappointed if she was happy at Steampunk</p> <p>16 with the performance that she was putting</p> <p>17 out for the previous nine months.</p> <p>18 Q. So you wanted Ms. Abrey to be</p> <p>19 unhappy?</p> <p>20 A. No, I would be surprised if she</p> <p>21 was happy given her lack of performance.</p> <p>22 She was a very professional, hard working</p> <p>23 person. And she could not get it going.</p> <p>24 Q. When could she not get it going?</p> <p>25 A. Well, in Q3, and Q4 in 2019 she</p>	<p style="text-align: right;">Page 268</p> <p>1 J. HARLLEE</p> <p>2 Q. Did you communicate that</p> <p>3 credibility issue to her in writing prior to</p> <p>4 January 13?</p> <p>5 A. Did I?</p> <p>6 Q. Correct.</p> <p>7 A. I don't think I did. Matt Warren</p> <p>8 did on, I believe, several occasions. And</p> <p>9 in one case, because she was arguing the</p> <p>10 semantics of what a forecast meant, we</p> <p>11 changed the terminology inside the company</p> <p>12 as a whole from forecast to commit, so that</p> <p>13 we didn't have to argue as to what a</p> <p>14 particular term meant.</p> <p>15 She also didn't have a handle of</p> <p>16 the inner relationships between bookings and</p> <p>17 FTEs, which is a very, very fundamental</p> <p>18 problem. And that came to the floor on the</p> <p>19 January 4 forecast, which she then dropped</p> <p>20 after having been pointed out a very basic</p> <p>21 issue, frankly, around the inconsistency of</p> <p>22 the two forecasts. At which point she</p> <p>23 continued to lose credibility with me, at</p> <p>24 which point I was not sure we could have her</p> <p>25 in the position that she was in.</p>
<p style="text-align: right;">Page 267</p> <p>1 J. HARLLEE</p> <p>2 badly missed her forecasts.</p> <p>3 Q. For which portfolio?</p> <p>4 A. For the folks that she was</p> <p>5 responsible for holding the forecast for.</p> <p>6 Q. You said she badly missed her</p> <p>7 forecast in Q3 and 4 of 2019. And I am</p> <p>8 asking for which portfolios is that your</p> <p>9 position?</p> <p>10 A. I guess Emerging Markets and DHS.</p> <p>11 She had responsibility basically for the</p> <p>12 front end of the business with regard to</p> <p>13 David Wolf and Diane Ashley. And they set</p> <p>14 forecasts up and she signed off on them, and</p> <p>15 the business didn't materialize in either</p> <p>16 case.</p> <p>17 And then that trend continued</p> <p>18 after she got back, at which point I became</p> <p>19 very worried about it, and then certain</p> <p>20 things came up that made me question whether</p> <p>21 or not she actually understood some of the</p> <p>22 basic tenets of our business. So she had a</p> <p>23 credibility issue with me. And it caused a</p> <p>24 lot of challenges financially for the</p> <p>25 company.</p>	<p style="text-align: right;">Page 269</p> <p>1 J. HARLLEE</p> <p>2 Q. On January 13, 2021, did</p> <p>3 Ms. Ashley have credibility with you?</p> <p>4 A. She did.</p> <p>5 Q. You didn't fire Ms. Ashley, did</p> <p>6 you?</p> <p>7 A. We did not.</p> <p>8 Q. Ms. Ashley resigned; right?</p> <p>9 A. Correct.</p> <p>10 Q. Why did Ms. Ashley resign?</p> <p>11 A. Ms. Ashley -- you know what, I</p> <p>12 have no idea. She didn't talk to me.</p> <p>13 Q. Did you later learn that</p> <p>14 Ms. Ashley resigned because of how she felt</p> <p>15 you treated Ms. Abrey?</p> <p>16 A. I don't track the gossip, I have</p> <p>17 no idea.</p> <p>18 Q. You didn't learn that?</p> <p>19 A. Learn what?</p> <p>20 Q. That Ms. Ashley says she resigned</p> <p>21 because of the way you treated Ms. Abrey?</p> <p>22 A. I never heard that from her.</p> <p>23 Q. Did you ever hear it from anybody?</p> <p>24 A. It was a reasonable inference to</p> <p>25 me. I can't remember if I heard anybody</p>

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<p style="text-align: right;">Page 270</p> <p>1 J. HARLLEE</p> <p>2 tell me that.</p> <p>3 Q. Why was that a reasonable</p> <p>4 inference?</p> <p>5 A. She and Kate were very close.</p> <p>6 Kate had spent the late nine months frankly</p> <p>7 protecting her from folks putting pressure</p> <p>8 on her to perform.</p> <p>9 Q. But Ms. Abrey was not back at the</p> <p>10 company for nine months at that point?</p> <p>11 A. Okay, eight months, seven and a</p> <p>12 half, if you wish.</p> <p>13 Q. Are you aware that Ms. Abrey</p> <p>14 received a performance review in November or</p> <p>15 December of 2020?</p> <p>16 A. Yes.</p> <p>17 Q. Did you provide any feedback for</p> <p>18 that performance review?</p> <p>19 A. I don't think I did.</p> <p>20 Q. And did you raise any or did you</p> <p>21 suggest that you confront Kate in connection</p> <p>22 with that performance review regarding some</p> <p>23 of the performance concerns that you</p> <p>24 mentioned today?</p> <p>25 A. We had had a number of</p>	<p style="text-align: right;">Page 272</p> <p>1 J. HARLLEE</p> <p>2 Q. What about transactional?</p> <p>3 MR. WILKINSON: Objection.</p> <p>4 A. I don't know what that means.</p> <p>5 Q. Prior to January 13, or</p> <p>6 January 14, I should say, prior to</p> <p>7 January 14, 2021, did you ever notify Kate</p> <p>8 Abrey that you had plans to terminate her</p> <p>9 employment? And that is a specific</p> <p>10 question. I am not talking about</p> <p>11 performance deficiencies. I am asking you</p> <p>12 if prior to January 14, 2021, did you ever</p> <p>13 indicate to Ms. Abrey that you or Mr. Warren</p> <p>14 intended to terminate her employment?</p> <p>15 A. We communicated to her in the</p> <p>16 December time frame that she needed to hit</p> <p>17 her forecast and land her deals by the end</p> <p>18 of Q1 or we were going to have some hard</p> <p>19 conversations.</p> <p>20 Q. But you didn't wait until Q1, did</p> <p>21 you?</p> <p>22 A. We did not, because of what</p> <p>23 transpired early in the quarter.</p> <p>24 Q. So when was the decision made to</p> <p>25 terminate Ms. Abrey's employment?</p>
<p style="text-align: right;">Page 271</p> <p>1 J. HARLLEE</p> <p>2 conversations with Kate about her routine</p> <p>3 and her performance going back to --</p> <p>4 Q. My question, and I am going to</p> <p>5 respectfully redirect you to my question, my</p> <p>6 question is, did you make a recommendation</p> <p>7 or even discuss mentioning any of the</p> <p>8 performance concerns that you discussed</p> <p>9 today in connection with Ms. Abrey's</p> <p>10 performance review?</p> <p>11 A. I don't recall specifically.</p> <p>12 Q. Did Mr. Warren tell you or discuss</p> <p>13 Ms. Abrey's performance review with you?</p> <p>14 A. I don't recall that happening</p> <p>15 specifically, no.</p> <p>16 Q. Did you view Ms. Abrey's</p> <p>17 performance review prior to it being</p> <p>18 provided to her?</p> <p>19 A. I don't believe so.</p> <p>20 I might have, but I don't think</p> <p>21 so.</p> <p>22 Q. Is it your opinion that Ms. Abrey</p> <p>23 was cold?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. No.</p>	<p style="text-align: right;">Page 273</p> <p>1 J. HARLLEE</p> <p>2 A. It was a bit of an evolution. We</p> <p>3 hadn't made any decision for the latter part</p> <p>4 of 2020.</p> <p>5 There was a forecast session at</p> <p>6 the beginning of the year. I think it was</p> <p>7 on the 4th. And Ms. Abrey forecast I</p> <p>8 believe a \$2 million opportunity, but she</p> <p>9 only had a forecast of two FTEs associated</p> <p>10 with that opportunity. And that is a null</p> <p>11 set in terms of both of them being true, you</p> <p>12 get about \$250,000 a year per person. So</p> <p>13 there is no way there could have been a</p> <p>14 \$2 million booking, because there was only</p> <p>15 two people on the job, which would imply a</p> <p>16 \$500,000 booking. We pointed this out to</p> <p>17 her. And she the next day dropped her</p> <p>18 forecast after we had had conversation after</p> <p>19 conversation after conversation about her</p> <p>20 getting her forecasts right in Q1 2021.</p> <p>21 Q. And was the forecast formalized?</p> <p>22 A. Yes.</p> <p>23 Q. When was that formalized?</p> <p>24 A. It was put forth on January 4.</p> <p>25 Q. And when was the changes made?</p>

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<p style="text-align: right;">Page 274</p> <p>1 J. HARLLEE</p> <p>2 A. Subsequent to a conversation that</p> <p>3 we had that day, probably the next couple of</p> <p>4 days, maybe the next day. I don't remember</p> <p>5 exactly. It was soon after that.</p> <p>6 Q. Is it your position that that's</p> <p>7 what made you decide to terminate</p> <p>8 Ms. Abrey's employment?</p> <p>9 A. That in conjunction with the body</p> <p>10 of work that had happened over the preceding</p> <p>11 months.</p> <p>12 Q. And so that change with the</p> <p>13 forecast happened on January 4 or 5, 2021?</p> <p>14 A. It was that week.</p> <p>15 Q. And you didn't communicate the</p> <p>16 termination to Mr. Abrey on the January 13,</p> <p>17 2021 call, did you?</p> <p>18 A. Which call? We had not made a</p> <p>19 final decision on it until we had the hard</p> <p>20 conversation on the 13th about performance</p> <p>21 and forecast, and Ms. Abrey deflected and</p> <p>22 did not take accountability for the problem</p> <p>23 nor was she willing to hold her employees</p> <p>24 accountable. And that in combination with</p> <p>25 the lack of understanding of the basics of</p>	<p style="text-align: right;">Page 276</p> <p>1 J. HARLLEE</p> <p>2 either get her to perform better or to fire</p> <p>3 her. And Kate was unable to do one and</p> <p>4 unwilling to do the other.</p> <p>5 Q. Was there a point in time when you</p> <p>6 removed delivery excellence from Ms. Abrey?</p> <p>7 A. Not to my recollection. I believe</p> <p>8 it spouted out, Ms. Abrey showed limited</p> <p>9 interest in it.</p> <p>10 Q. Did you assign delivery excellence</p> <p>11 to anybody else?</p> <p>12 A. Not with that nomenclature. But</p> <p>13 it moved over into the CIO shop,</p> <p>14 essentially.</p> <p>15 Q. Who oversees that now?</p> <p>16 A. Emily Connolly.</p> <p>17 Q. What is Emily Connolly's title?</p> <p>18 A. I am not sure. I have to look at</p> <p>19 it.</p> <p>20 Q. Who oversaw delivery excellence or</p> <p>21 whatever you call it after that, immediately</p> <p>22 after Ms. Abrey?</p> <p>23 A. I don't recall.</p> <p>24 Q. Did Mr. Warren tell you anything</p> <p>25 about his termination call with Ms. Abrey?</p>
<p style="text-align: right;">Page 275</p> <p>1 J. HARLLEE</p> <p>2 the business coupled with continual missing</p> <p>3 of forecasts, the final straw for lack of a</p> <p>4 better word was her unwillingness to accept</p> <p>5 responsibility and acknowledge the lack of</p> <p>6 performance.</p> <p>7 Q. By the time of January 13, 2021,</p> <p>8 how many forecasts, in your view, did</p> <p>9 Ms. Ashley miss?</p> <p>10 A. I couldn't tell you, most of them.</p> <p>11 Q. You didn't terminate Ms. Ashley,</p> <p>12 did you?</p> <p>13 A. We talked long hard about</p> <p>14 terminating Ms. Ashley. And Ms. Abrey</p> <p>15 wouldn't hear of it.</p> <p>16 Q. But who was the final decision</p> <p>17 maker on if Ms. Ashley was to be terminated?</p> <p>18 A. Technically Matt or myself.</p> <p>19 However, reaching down through an executive</p> <p>20 and firing one of their people when they</p> <p>21 object to it, is not workable, generally.</p> <p>22 Q. Why is that not workable? You</p> <p>23 guys were the bosses, weren't you?</p> <p>24 A. Sure, it is just not appropriate.</p> <p>25 We were trying to work through Ms. Abrey to</p>	<p style="text-align: right;">Page 277</p> <p>1 J. HARLLEE</p> <p>2 A. He said it was a difficult</p> <p>3 conversation. And he was not sure how she</p> <p>4 would want to handle it.</p> <p>5 Q. Did he debrief you on the call?</p> <p>6 A. I don't know if I would say it was</p> <p>7 a debrief, but yes, we talked about it.</p> <p>8 Q. There is mention that Ms. Abrey on</p> <p>9 that call said to him that Mr. Licht</p> <p>10 reported to her prior to leave, and then</p> <p>11 after leave he no longer reported to her?</p> <p>12 A. No.</p> <p>13 Q. Did Mr. Warren ever bring that up</p> <p>14 to you, that Ms. Abrey said that to him</p> <p>15 during the termination call?</p> <p>16 A. No.</p> <p>17 Q. Are you aware that Ms. Abrey was</p> <p>18 told that she was not a good cultural fit?</p> <p>19 MR. WILKINSON: Objection.</p> <p>20 A. That never came out of my mouth, I</p> <p>21 don't know.</p> <p>22 Q. Do you think Ms. Abrey was a good</p> <p>23 cultural fit for Steampunk?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. If she was performing, she would</p>


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<p style="text-align: right;">Page 278</p> <p>1 J. HARLLEE</p> <p>2 have been.</p> <p>3 Q. So in your eyes culture is about</p> <p>4 performance?</p> <p>5 A. Not entirely. But it is difficult</p> <p>6 to build a good culture if you are not</p> <p>7 winning.</p> <p>8 Q. So what is culture about?</p> <p>9 A. Culture is about folks being</p> <p>10 excited to be part of the organization that</p> <p>11 is doing good things for the right people</p> <p>12 and taking the time to celebrate that.</p> <p>13 Q. Anything else you want to add to</p> <p>14 that?</p> <p>15 MR. WILKINSON: Objection.</p> <p>16 A. No.</p> <p>17 Q. Was Ms. Abrey directed upon her</p> <p>18 return from maternity leave not to</p> <p>19 communicate with anyone until she met with</p> <p>20 you and Mr. Warren?</p> <p>21 A. I believe Mr. Warren talked to her</p> <p>22 and asked her to chat with us prior to her</p> <p>23 coming back, because we wanted to get her up</p> <p>24 to speed on where we were going, what had</p> <p>25 happened while she was gone, potential</p>	<p style="text-align: right;">Page 280</p> <p>1 J. HARLLEE</p> <p>2 MR. WILKINSON: Objection.</p> <p>3 A. Because the ground truth of the</p> <p>4 business, and we wanted to get her up to</p> <p>5 speed before she started to engage with</p> <p>6 anybody.</p> <p>7 Q. In association with Ms. Abrey's</p> <p>8 termination, her equity was clawed back; is</p> <p>9 that correct?</p> <p>10 A. Correct.</p> <p>11 Q. And you testified earlier that</p> <p>12 that's an automatic process, whereby an</p> <p>13 employee is terminated, their equity is</p> <p>14 automatically clawed back unless you</p> <p>15 specifically make an exception; is that</p> <p>16 correct?</p> <p>17 A. That is correct.</p> <p>18 Q. Did you make an exception with</p> <p>19 respect to Ms. Abrey?</p> <p>20 A. I did not.</p> <p>21 Q. Was there any communications made</p> <p>22 to anybody by yourself or that you were</p> <p>23 aware of, to put the ball in motion for the</p> <p>24 actual process of clawing back Ms. Abrey's</p> <p>25 equity?</p>
<p style="text-align: right;">Page 279</p> <p>1 J. HARLLEE</p> <p>2 personnel issues and context around the</p> <p>3 like. And we thought it was important that</p> <p>4 she got up to speed before she started to</p> <p>5 engage with folks without necessarily having</p> <p>6 the context having been gone for three</p> <p>7 months.</p> <p>8 Q. Why would Ms. Abrey not be able to</p> <p>9 communicate with anyone? If that's the</p> <p>10 case, why couldn't Ms. Abrey communicate</p> <p>11 with employees that she was previously</p> <p>12 familiar with?</p> <p>13 MR. WILKINSON: Objection.</p> <p>14 A. My recollection is that we had a</p> <p>15 conversation with her either the day of,</p> <p>16 probably the day of, the day she came back.</p> <p>17 So we are not talking about any extended</p> <p>18 period of time.</p> <p>19 Q. But why at all was the instruction</p> <p>20 given to Ms. Abrey? I hear your reasoning</p> <p>21 regarding employees that she may not have</p> <p>22 been familiar with. But why couldn't</p> <p>23 Ms. Abrey communicate with employees that</p> <p>24 she was familiar with you before she met</p> <p>25 with you and Mr. Warren?</p>	<p style="text-align: right;">Page 281</p> <p>1 J. HARLLEE</p> <p>2 A. I am sure we talked about it. But</p> <p>3 it is basically an automatic process that</p> <p>4 happens if you don't, if there is not a</p> <p>5 request for an exception, which as I said</p> <p>6 before, there has only been one while I have</p> <p>7 been here.</p> <p>8 The way it works, when somebody</p> <p>9 gets terminated, general counsel gets</p> <p>10 notified, coordinates with the financial</p> <p>11 team. And on their last paycheck, they are</p> <p>12 effectively reimbursed for what they paid</p> <p>13 for the stock. And that's shows up on their</p> <p>14 final paycheck.</p> <p>15 Q. Did you need to e-mail anybody to</p> <p>16 tell them to start that process?</p> <p>17 A. Given her prominence, it is</p> <p>18 possible that I did. But it works, it is a</p> <p>19 default setting.</p> <p>20 Q. Who would you have had to e-mail?</p> <p>21 A. I would have e-mailed my general</p> <p>22 counsel.</p> <p>23 Q. Is that Ms. Muir?</p> <p>24 A. Yes. But I don't believe I did.</p> <p>25 Q. Do you recall telling Ms. Abrey,</p>

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<p style="text-align: right;">Page 294</p> <p>1 J. HARLLEE</p> <p>2 A. Ms. Abrey didn't work for me.</p> <p>3 Q. But did you have the authority to</p> <p>4 fire Ms. Abrey?</p> <p>5 A. No, I don't think so.</p> <p>6 Q. Did you make recommendations to</p> <p>7 Mr. Warren regularly about who or who he</p> <p>8 shouldn't fire?</p> <p>9 A. I would not say regularly.</p> <p>10 Because we are not in the business of firing</p> <p>11 people on a regular basis. Well, as</p> <p>12 example, Kate's peer Nick Trzcinski, Matt</p> <p>13 and I talked a lot about. He was</p> <p>14 responsible for bringing in a board member.</p> <p>15 And he had frankly, he was very similar to</p> <p>16 Kate, he had an inability to forecast</p> <p>17 accurately and close business. So we</p> <p>18 terminated him towards the end of 2020. We</p> <p>19 certainly talked about that.</p> <p>20 MR. PELICCI: We could go ahead</p> <p>21 and take the break now. Let's take a</p> <p>22 15-minute break.</p> <p>23 (Whereupon, a short recess was</p> <p>24 taken.)</p> <p>25 MR. PELICCI: Earlier it came up</p>	<p style="text-align: right;">Page 296</p> <p>1 J. HARLLEE</p> <p>2 impacted her roles. So if it is</p> <p>3 defendant's position that those</p> <p>4 restrictions were the factor that was</p> <p>5 considered for the restructuring and/or</p> <p>6 what portfolios Ms. Abrey was assigned</p> <p>7 to or where Warren's place was in the</p> <p>8 organization, who reported to who, we</p> <p>9 need to see those restrictions.</p> <p>10 Because it has been defendant's</p> <p>11 position throughout these depositions</p> <p>12 and the litigation that defendants</p> <p>13 considered Mr. Warren's and Ms. Abrey's</p> <p>14 restrictions how they structured the</p> <p>15 business. And defendants did not</p> <p>16 object to these document requests in</p> <p>17 their supplemental responses.</p> <p>18 So I have identified it now. I</p> <p>19 have limited time. So I am not going</p> <p>20 to engage in a ton of back and forth on</p> <p>21 that. So I will need to know that by</p> <p>22 tomorrow morning.</p> <p>23 MR. WILKINSON: Let me put it this</p> <p>24 way, I will take a look at this, and I</p> <p>25 will consider it and I will let you</p>
<p style="text-align: right;">Page 295</p> <p>1 J. HARLLEE</p> <p>2 regarding Mr. Warren's restrictions and</p> <p>3 what responsive document requests,</p> <p>4 which documents requests they would be</p> <p>5 responsive, I am identifying document</p> <p>6 request 28, 29, 30, 31, 32.</p> <p>7 MR. WILKINSON: Hold on a second.</p> <p>8 You are saying that the restrictions</p> <p>9 that Mr. Warren was under, and I am</p> <p>10 presuming this comes from -- well, I</p> <p>11 guess I don't know where it comes from.</p> <p>12 It is probably part of his non-compete</p> <p>13 agreement that he would have signed or</p> <p>14 whatever agreement he signed with</p> <p>15 Accenture. You are saying that that</p> <p>16 document would be responsive to request</p> <p>17 28, 29, 30, 31 and what else?</p> <p>18 MR. PELICCI: 32, 31 and 32,</p> <p>19 produce all documents communications</p> <p>20 and/or ESI concerning the assignment of</p> <p>21 business or work related to the</p> <p>22 Department of Homeland Security to</p> <p>23 Ms. Abrey, similarly 32 asks for that</p> <p>24 regarding Commerce and 30 talks about</p> <p>25 reorganization and restructuring that</p>	<p style="text-align: right;">Page 297</p> <p>1 J. HARLLEE</p> <p>2 know.</p> <p>3 MR. PELICCI: Okay. Just let us</p> <p>4 know by tomorrow morning.</p> <p>5 Just to be clear on the record,</p> <p>6 you did agree to provide the updated</p> <p>7 audit report?</p> <p>8 MR. WILKINSON: Yes, that's one of</p> <p>9 the things that I need to flesh out a</p> <p>10 little bit. Let me put it this way, I</p> <p>11 don't believe the final audit is</p> <p>12 actually done. But I have not talked</p> <p>13 to Mr. Harllee about what he was</p> <p>14 talking about, because I didn't think</p> <p>15 that would be appropriate at this</p> <p>16 point. But I will find out what it is</p> <p>17 that the company has and if there is</p> <p>18 something that we should provide.</p> <p>19 So my understanding is that</p> <p>20 whatever the audit, it would have been</p> <p>21 for the second half of 2022, right, so</p> <p>22 that would have been -- was there other</p> <p>23 information that you don't think that</p> <p>24 you have with respect to the financial</p> <p>25 picture for the second half of 2022.</p>

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<p style="text-align: right;">Page 322</p> <p>1 J. HARLLEE</p> <p>2 I N D E X</p> <p>3</p> <p>4 EXAMINATION BY PAGE</p> <p>5 MR. PELICCI 4</p> <p>6</p> <p>7 INFORMATION AND/OR DOCUMENTS REQUESTED</p> <p>8 INFORMATION AND/OR DOCUMENTS PAGE</p> <p>9 Board meeting records for showing 69</p> <p>10 attendance for both Steampunk Holdings</p> <p>11 and Steampunk, Inc?</p> <p>12 E-mails relevant to maternity leave 147</p> <p>13 Report 187</p> <p>14 Completed audit report and Mr. 228</p> <p>15 Warren's restriction agreement</p> <p>16 QUESTIONS MARKED FOR RULING</p> <p>17 PAGE LINE</p> <p>18 7 14</p> <p>19</p> <p>20 310 20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 324</p> <p>1 J. HARLLEE</p> <p>2 HARLLEE EXHIBITS</p> <p>3</p> <p>4 EXHIBIT EXHIBIT</p> <p>5 LETTER DESCRIPTION PAGE</p> <p>6</p> <p>7 Exhibit 11 Three-page e-mail Bates 43</p> <p>8 No. 25741 through 25743</p> <p>9 Exhibit 12 Two-page e-mail 255</p> <p>10 Bates No. 76561</p> <p>11</p> <p>12 Exhibit 13 Tale of Two Portfolio 285</p> <p>13 slides</p> <p>14 Exhibit 14 Two-page e-mail 320</p> <p>15 Bates No. 508895</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">Page 323</p> <p>1 J. HARLLEE</p> <p>2 EXHIBITS</p> <p>3</p> <p>4 HARLLEE EXHIBITS</p> <p>5</p> <p>6 EXHIBIT EXHIBIT</p> <p>7 LETTER DESCRIPTION PAGE</p> <p>8</p> <p>9 Exhibit 1 Bates No. 457254 to 33</p> <p>10 457255, a two-page</p> <p>11 document</p> <p>12 Exhibit 2 E-mail Bates stamped 49</p> <p>13 SHI 00168602</p> <p>14</p> <p>15 Exhibit 3 E-mail Bates No. 166597 70</p> <p>16</p> <p>17 Exhibit 4 E-mail Bates No. 75623 114</p> <p>18</p> <p>19 Exhibit 5 Two-page e-mail Bates 120</p> <p>20 No. 296071 to 296072</p> <p>21</p> <p>22 Exhibit 6 E-mail Bates No. 124</p> <p>23 169969</p> <p>24</p> <p>25 Exhibit 7 E-mail with Bates No. 138</p> <p>168671</p> <p>26 Exhibit 8 Email with Bates No. 161</p> <p>61145</p> <p>27</p> <p>28 Exhibit 9 Photo 205</p> <p>29</p> <p>30 Exhibit 10 16-page letter 207</p> <p>31 Bates No. 106205</p>	<p style="text-align: right;">Page 325</p> <p>1 J. HARLLEE</p> <p>2 C E R T I F I C A T E</p> <p>3</p> <p>4 STATE OF NEW YORK)</p> <p>5 : SS.:</p> <p>6 COUNTY OF QUEENS)</p> <p>7</p> <p>8 I, RIVKA TROP, a Notary Public for and</p> <p>9 within the State of New York, do hereby</p> <p>10 certify:</p> <p>11 That the witness whose examination is</p> <p>12 hereinbefore set forth was duly sworn and</p> <p>13 that such examination is a true record of</p> <p>14 the testimony given by that witness.</p> <p>15 I further certify that I am not related</p> <p>16 to any of the parties to this action by</p> <p>17 blood or by marriage and that I am in no way</p> <p>18 interested in the outcome of this matter.</p> <p>19 IN WITNESS WHEREOF, I have hereunto set</p> <p>20 my hand this 25th day of April, 2023.</p> <p>21</p> <p>22 </p> <p>23 RIVKA TROP</p> <p>24</p> <p>25</p>

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<p style="text-align: right;">Page 326</p> <p>1 NIGEL WILKINSON, ESQ. 2 Nigel.Wilkinson@jacksonlewis.com 3 May 5, 2023 4 RE: Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 5 4/25/2023, John Harlee (#5885139) 6 The above-referenced transcript is available for 7 review. 8 Within the applicable timeframe, the witness should 9 read the testimony to verify its accuracy. If there are 10 any changes, the witness should note those with the 11 reason, on the attached Errata Sheet. 12 The witness should sign the Acknowledgment of 13 Deponent and Errata and return to the deposing attorney. 14 Copies should be sent to all counsel, and to Veritext at 15 cs-ny@veritext.com 16 17 Return completed errata within 30 days from 18 receipt of testimony. 19 If the witness fails to do so within the time 20 allotted, the transcript may be used as if signed. 21 22 Yours, 23 Veritext Legal Solutions 24 25</p>	<p style="text-align: right;">Page 328</p> <p>1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 2 John Harlee (#5885139) 3 ACKNOWLEDGEMENT OF DEPONENT 4 I, John Harlee, do hereby declare that I 5 have read the foregoing transcript, I have made any 6 corrections, additions, or changes I deemed necessary as 7 noted above to be appended hereto, and that the same is 8 a true, correct and complete transcript of the testimony 9 given by me. 10 11 _____ 12 John Harlee Date 13 *If notary is required 14 SUBSCRIBED AND SWORN TO BEFORE ME THIS 15 _____ DAY OF _____, 20____. 16 17 18 _____ 19 NOTARY PUBLIC 20 21 22 23 24 25</p>
<p style="text-align: right;">Page 327</p> <p>1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al. 2 John Harlee (#5885139) 3 E R R A T A S H E E T 4 PAGE____ LINE____ CHANGE____ 5 _____ 6 REASON_____ 7 PAGE____ LINE____ CHANGE____ 8 _____ 9 REASON_____ 10 PAGE____ LINE____ CHANGE____ 11 _____ 12 REASON_____ 13 PAGE____ LINE____ CHANGE____ 14 _____ 15 REASON_____ 16 PAGE____ LINE____ CHANGE____ 17 _____ 18 REASON_____ 19 PAGE____ LINE____ CHANGE____ 20 _____ 21 REASON_____ 22 _____ 23 _____ 24 John Harlee Date 25</p>	

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Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.
John Harllee (#5885139)

E R R A T A S H E E T

PAGE ALL LINE ALL CHANGE SALIDER SHOULD
BE "SALITER"

REASON _____

PAGE 220 LINE 6 CHANGE SHOULD BE
'BETTERS' NOT VETTERS

REASON _____

PAGE 222 LINE 6 CHANGE ACTING NOT
ACCELERATING

REASON _____

PAGE 238 LINE 15 CHANGE MEDDLING NOT
METALING

REASON _____

PAGE 258 LINE 15 CHANGE _____

REASON NO IDEA WHAT 'BABY BREE' IS

PAGE 263 LINE 2 CHANGE SHOULD BE
'SPUTTERED'

REASON _____


John Harllee

5/23/23

Date

Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.
John Harllee (#5885139)

E R R A T A S H E E T

PAGE 268 LINE 18 CHANGE FLOOR SHOULD BE
'FORE'

REASON _____

PAGE 276 LINE 8 CHANGE SHOULD BE
'SPUTTERED'

REASON _____

PAGE 318 LINE 14 CHANGE SMART SHOULD
BE HARD

REASON _____

PAGE 57 LINE 12 CHANGE ~~BEFORE~~ BEFORE
'LEFT IN MAY' KATE SHOULD BE ADDED

REASON I MAY HAVE MISPOKEN

PAGE 29 LINE 4 CHANGE FEB SHOULD BE
JAN

REASON MAY HAVE MISPOKEN

PAGE _____ LINE _____ CHANGE _____

REASON _____

John Harllee

5/23/23

Date

1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.

2 John Harllee (#5885139)

3 ACKNOWLEDGEMENT OF DEPONENT

4 I, John Harllee, do hereby declare that I
5 have read the foregoing transcript, I have made any
6 corrections, additions, or changes I deemed necessary as
7 noted above to be appended hereto, and that the same is
8 a true, correct and complete transcript of the testimony
9 given by me.

10 
11 _____

12 John Harllee


5/23/23

13 Date

14 *If notary is required

15 SUBSCRIBED AND SWORN TO BEFORE ME THIS

16 23RD DAY OF MAY, 2023.

17 
18 _____

19 NOTARY PUBLIC

20
21 DAVID TEICHIRO IZAWA
22 NOTARY PUBLIC
23 REGISTRATION #7802714
24 COMMONWEALTH OF VIRGINIA
25 MY COMMISSION EXPIRES
AUGUST 31, 2026